

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	Case No. 05-44481 (RDD)
DELPHI CORPORATION, <i>et al.</i>	:	
	:	Jointly Administered
Debtors.	:	
	:	
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**STIPULATION AND ORDER AMONG THE
DEBTORS, BANK OF AMERICA, N.A. AND THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

IT IS HEREBY STIPULATED AND AGREED, by and among the parties hereto, that the Court's prior Orders in this case at Docket No.1805, at Docket No. 21 in Adversary Proceeding No. 06-01121, and paragraph 25 in the Court's prior Order at Docket No. 797 (the "Orders") shall continue in full force and effect, including, without limitation, as to all agreements referenced in the Orders and to the Segregated Account, as that term is defined in the Orders, including any and all extensions and modifications thereto including, without limitation, the April 28, 2006 Agreement between Delphi Automotive Systems Human Resources, LLC, Pentastar Aviation, LLC and Automotive Air Charter, Inc., and all charter revenue and lease proceeds therefrom.

Dated: New York, New York
September __, 2006

Honorable Robert D. Drain
United States Bankruptcy Judge

Consent to the foregoing:
September 13, 2006

DELPHI CORPORATION, *et al.*,
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:

BANK OF AMERICA, N.A.,
By its attorneys,
BARNES & THORNBURG LLP
By:

/s/Neil Berger
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THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS,
By its attorneys,
WARNERSTEVENS LLP
By:

/s/Jeffrey A. Risler
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